

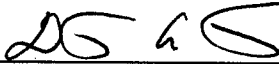

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS,	)	
	)	C.A. No. 06-611 (GMS)
	)	
Appellant	)	
	)	
v.	)	
	)	
WERNER HOLDINGS CO. (DE), INC., et al.,	)	
	)	
Appellee.	)	

**STIPULATION OF DISMISSAL OF APPEAL**

PLEASE TAKE NOTICE that Appellant Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of Werner Holding Co. (DE), Inc., and its related debtors and debtors in possession (collectively, the “Debtors”), and Appellee Debtors, by and through their undersigned counsel, pursuant to FED. R. BANKR. P. 8001(c)(2), hereby stipulate to the dismissal with prejudice of the above-captioned appeal from the United States District Court for the District of Delaware’s *Order Re: Motion For Order Authorizing Debtors To Honor Pre-Petition Incentive-Based Bonus Plans* dated August 22, 2006, and entered on the docket on August 23, 2006 as Docket Entry No. 357, each party to bear its own costs.

[Signatures on next page]

Dated: February 21, 2007	Dated: February 21, 2007
 Victoria W. Counihan (No. 3488) Dennis A. Meloro (No. 4435) GREENBERG TRAURIG, LLP The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, DE 19801 Tel: (302) 661-7000 Fax: (302) 661-7360  -and-  Nancy A. Mitchell, Esq. David W. Baddley, Esq. GREENBERG TRAURIG, LLP 77 West Wacker Drive, Suite 2500 Chicago, IL 60601 Tel: (312) 456-8400 Fax: (312) 456-8435  Attorneys for Appellant, Official Committee of Unsecured Creditors	 Robert S. Brady (No. 2847) Joel A. Waite (No. 2925) Matthew B. Lunn (No. 4119) Kara Hammond Coyle (No. 4410) Young, Conaway, Stargatt & Taylor LLP The Brandywine Building 1000 West Street, 17 <sup>th</sup> Floor P.O. Box 391 Wilmington, DE 19899-0391 (302) 571-6600  -and-  Matthew A. Feldman, Esq. Morris J. Massel, Esq. WILLKIE FARR & GALLAGHER, LLP 787 Seventh Avenue New York, NY 10019 (212) 728-8000  Attorneys for Appellee, Debtors

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
Hon. Gregory M. Sleet, U.S.D.J.